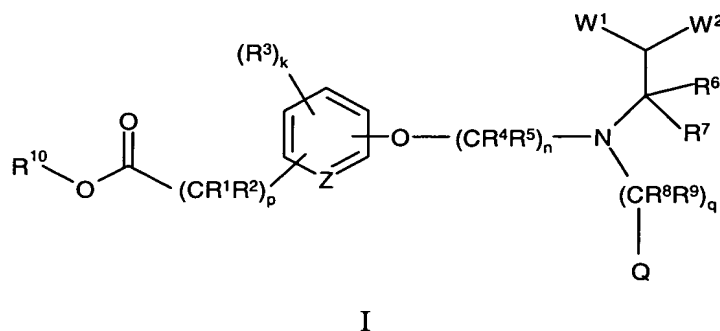


Amendments to the claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Original): A compound of Formula I:



wherein:

Z is CH, CR³ or N; wherein when Z is CH or CR³, k is 0-4 and when Z is N, k is 0-3;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is selected from C₃-C₈ cycloalkyl, phenyl, and monocyclic Het; wherein said C₃-C₈ cycloalkyl, phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹¹, -C₀-C₆ alkyl-C(O)SR¹¹, -C₀-C₆ alkyl-CONR¹²R¹³, -C₀-C₆ alkyl-COR¹⁴, -C₀-C₆ alkyl-NR¹²R¹³, -C₀-C₆ alkyl-SR¹¹, -C₀-C₆ alkyl-OR¹¹, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹²R¹³, -C₀-C₆ alkyl-SO₂R¹¹, -C₀-C₆ alkyl-SOR¹⁴, -C₀-C₆ alkyl-OCOR¹⁴, -C₀-C₆ alkyl-OC(O)NR¹²R¹³, -C₀-C₆ alkyl-OC(O)OR¹⁴, -C₀-C₆ alkyl-NR¹²C(O)OR¹⁴, -C₀-C₆ alkyl-NR¹²C(O)NR¹²R¹³, and -C₀-C₆ alkyl-NR¹²COR¹⁴, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W¹ and W² are each independently C₃-C₈ cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1 - C_6 alkyl, -OH, -O- C_1 - C_6 alkyl, -SH, and -S- C_1 - C_6 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, nitro, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, - C_0 - C_6 alkyl-Ar, - C_0 - C_6 alkyl-Het, - C_0 - C_6 alkyl- C_3 - C_7 cycloalkyl, - C_0 - C_6 alkyl-CO $_2$ R^{11} , - C_0 - C_6 alkyl-C(O)SR 11 , - C_0 - C_6 alkyl-CONR 12 R 13 , - C_0 - C_6 alkyl-COR 14 , - C_0 - C_6 alkyl-NR 12 R 13 , - C_0 - C_6 alkyl-SR 11 , - C_0 - C_6 alkyl-OR 11 , - C_0 - C_6 alkyl-SO $_3$ H, - C_0 - C_6 alkyl-SO $_2$ NR 12 R 13 , - C_0 - C_6 alkyl-SO $_2$ R 11 , - C_0 - C_6 alkyl-SOR 14 , - C_0 - C_6 alkyl-OCOR 14 , - C_0 - C_6 alkyl-OC(O)NR 12 R 13 , - C_0 - C_6 alkyl-OC(O)OR 14 , - C_0 - C_6 alkyl-NR 12 C(O)OR 14 , - C_0 - C_6 alkyl-NR 12 C(O)NR 12 R 13 , and - C_0 - C_6 alkyl-NR 12 COR 14 , wherein said C_1 - C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently H or C_1 - C_4 alkyl;

R^6 and R^7 are each independently H or C_1 - C_4 alkyl;

R^8 and R^9 are each independently H or C_1 - C_4 alkyl;

R^{10} is selected from H, C_1 - C_8 alkyl, C_3 - C_8 alkenyl, C_3 - C_8 alkynyl, - C_0 - C_6 alkyl-Ar, - C_0 - C_6 alkyl-Het and - C_0 - C_6 alkyl- C_3 - C_7 cycloalkyl;

R^{11} is selected from H, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, - C_0 - C_6 alkyl-Ar, - C_0 - C_6 alkyl-Het and - C_0 - C_6 alkyl- C_3 - C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, - C_0 - C_6 alkyl-Ar, - C_0 - C_6 alkyl-Het and - C_0 - C_6 alkyl- C_3 - C_7 cycloalkyl, or R^{13} and R^{14} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{14} is selected from C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, - C_0 - C_6 alkyl-Ar, - C_0 - C_6 alkyl-Het and - C_0 - C_6 alkyl- C_3 - C_7 cycloalkyl;

provided that R^{10} is not H or methyl when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt or solvate thereof.

2. (Original): The compound according to claim 1; wherein p is 0 or 1.

3. (Currently amended): The compound according to ~~any of claims 1-2~~ claim 1, wherein R¹ and R² are each H, or one of R¹ or R² is H and the other of R¹ or R² is C₁-C₄ alkyl or both R¹ and R² are C₁-C₃ alkyl.

4. (Currently amended): The compound according to ~~any of claims 1-2~~ claim 1, wherein R¹ and R² are each H, or one of R¹ or R² is H and the other of R¹ or R² is methyl, ethyl, propyl, butyl, or sec-butyl, or R¹ and R² are both methyl or ethyl.

5. (Currently amended): The compound according to ~~any of claims 1-4~~ claim 1, wherein R¹⁰ is H or C₁-C₄ alkyl.

6. (Currently amended): The compound according to ~~any of claims 1-5~~ claim 1, wherein Z is CH.

7. (Currently amended): The compound according to ~~any of claims 1-6~~ claim 1, wherein k is 0 or 1.

8. (Currently amended): The compound according to ~~any of claims 1-7~~ claim 1, wherein R³ is selected from halo, C₁-C₄ alkyl and C₁-C₄ alkoxy.

9. (Currently amended): The compound according to ~~any of claims 1-8~~ claim 1, wherein n is 2-4.

10. (Currently amended): The compound according to ~~any of claims 1-9~~ claim 1, wherein n is 3.

11. (Currently amended): The compound according to ~~any of claims 1-10~~
claim 1, wherein q is 1.

12. (Currently amended): The compound according to ~~any of claims 1-11~~
claim 1, wherein R⁶, R⁷, R⁸ and R⁹ are each H.

13. (Currently amended): The compound according to ~~any of claims 1-12~~
claim 1, wherein Q is a substituted phenyl group containing one, two, or three
substituents selected from halo, C₁-C₄ alkoxy and C₁-C₄ alkyl or Q is substituted
pyridyl group containing one C₁-C₄ alkyl substituent.

14. (Currently amended): The compound according to ~~any of claims 1-13~~
claim 1, wherein Q is a substituted phenyl group containing one, two, or three
substituents selected from -F, -Cl, -CF₃, -OCH₃, and -CH(CH₃)₂, or Q is 6-methyl-
pyridin-2-yl.

15. (Currently amended): The compound according to ~~any of claims 1-14~~
claim 1, wherein Q is a 2-chloro-3-(trifluoromethyl)phenyl group.

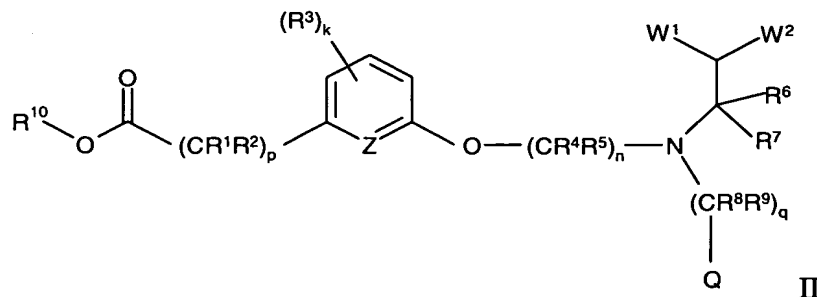
16. (Currently amended): The compound according to ~~any of claims 1-15~~
claim 1, wherein W¹ and W² are each aryl or one of W¹ or W² is aryl and the other of
W¹ or W² is cyclopentyl.

17. (Currently amended): The compound according to ~~any of claims 1-16~~
claim 1, wherein W¹ and W² are each independently selected from unsubstituted
cyclopentyl, unsubstituted phenyl and mono-substituted phenyl, where the phenyl is
substituted by halo.

18. (Currently amended): The compound according to ~~any of claims 1-17~~
claim 1, wherein W¹ and W² are both unsubstituted phenyl, or one of W¹ or W² is
unsubstituted phenyl and the other of W¹ or W² is cyclopentyl, or W¹ and W² are both

fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is chloro-substituted phenyl.

19. (Original): A compound of Formula II:



wherein:

Z is CH or N;

Q is phenyl or monocyclic Het; wherein said phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_4 alkyl- CO_2R^{11} , $-C_0$ - C_4 alkyl- $C(O)SR^{11}$, $-C_0$ - C_4 alkyl- $CONR^{12}R^{13}$, $-C_0$ - C_4 alkyl- COR^{14} , $-C_0$ - C_4 alkyl- $NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- SR^{11} , $-C_0$ - C_4 alkyl- OR^{11} , $-C_0$ - C_4 alkyl- SO_3H , $-C_0$ - C_4 alkyl- $SO_2NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- SO_2R^{11} , $-C_0$ - C_4 alkyl- SOR^{14} , $-C_0$ - C_4 alkyl- $OCOR^{14}$, $-C_0$ - C_4 alkyl- $OC(O)NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- $OC(O)OR^{14}$, $-C_0$ - C_4 alkyl- $NR^{12}C(O)OR^{14}$, $-C_0$ - C_4 alkyl- $NR^{12}C(O)NR^{12}R^{13}$, and $-C_0$ - C_4 alkyl- $NR^{12}COR^{14}$, where said C_1 - C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

k is 0, 1 or 2;

n is 2-4;

q is 0 or 1;

W^1 and W^2 are each independently C_3 - C_6 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1 - C_4 alkyl, -OH, $-O$ - C_1 - C_4 alkyl, -SH, and -S- C_1 - C_4 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, C_1 - C_6 alkyl, $-C_0$ - C_4 alkyl- $NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- OR^{11} ,

-C₀-C₄ alkyl-SO₂NR¹²R¹³, and -C₀-C₄ alkyl-CO₂H, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R⁴ and R⁵ is independently H or C₁-C₄ alkyl;

R⁶ and R⁷ are each independently H or C₁-C₄ alkyl;

R⁸ and R⁹ are each independently H or C₁-C₄ alkyl;

R¹⁰ is selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₆ cycloalkyl;

R¹¹ is selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;

each R¹² and each R¹³ are independently selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, or R¹² and R¹³ together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R¹⁴ is selected from C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;

provided that R¹⁰ is not H or methyl when p is 1 and R¹ and R² are each H, k is 0, n is 3 and each R⁴ and R⁵ are H, q is 1 and R⁸ and R⁹ are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R⁶ and R⁷ are each H, W¹ is unsubstituted phenyl and W² is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt or solvate thereof.

20. (Currently amended): The compound according to claim 1 ~~or 19~~, wherein R⁴, R⁵, R⁶, R⁷, R⁸ and R⁹ are each H; at least one of R¹ or R² is methyl, ethyl, propyl butyl or sec-butyl or both of R¹ and R² are methyl or ethyl; R¹⁰ is H or methyl; Q is 2-chloro-3-(trifluoromethyl)phenyl; W¹ and W² are both unsubstituted phenyl, or one of W¹ or W² is unsubstituted phenyl and the other of W¹ or W² is cyclopentyl, or W¹ and W² are both fluoro-substituted phenyl or one of W¹ or W² is unsubstituted phenyl and the other of W¹ or W² is chloro-substituted phenyl; Z is CH; p is 0, 1 or 2; n is

3; q is 1; k is 0 or 1 and R³ is Cl, Br or methyl; or a pharmaceutically acceptable salt or solvate thereof.

21. (Currently amended): The compound according to claim 1 ~~or 19~~, wherein R⁶, R⁷, R⁸ and R⁹ are each H; R¹ and R² are each independently H or methyl; at least one R⁴ or R⁵ is methyl; R¹⁰ is H or methyl; Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, -CF₃, -OCH₃, and -CH(CH₃)₂; W¹ and W² are unsubstituted phenyl; Z is CH; p is 1; n is 3; q is 1; and k is 0; or a pharmaceutically acceptable salt or solvate thereof.

22. (Currently amended): The compound according to claims 1 ~~or 19~~, selected from:

(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid methyl ester;

(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(S)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid methyl ester;

(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(S)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(S)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-fluoro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[3-(trifluoromethyl)-4-fluoro-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[6-methyl-pyridin-2-ylmethyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2,4-dimethoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-fluoro-4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[3-fluoro-4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[3-trifluoromethylbenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-fluoro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[3-(trifluoromethyl)-4-fluoro-benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[3-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-chlorobenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[3-trifluoromethylbenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-fluoro-(3-trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[3-trifluoromethyl-4-fluoro-benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-chloro-3,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[3-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(3-{(R)-[(2,2-diphenyl-ethyl)-(4-isopropyl-benzyl)-amino]-methyl-propoxy}-phenyl)-acetic acid;

3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-propoxy}-4-methyl-benzoic acid;

(3-{3-[[2,2-(bis-(4-fluoro-phenyl)-ethyl)-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)-acetic acid;

(3-{3-[[2,2-(bis-(3-fluoro-phenyl)-ethyl)-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)-acetic acid;

rac-(3-{3-[[2-phenyl-2-(*o*-chloro-phenyl)-ethyl)-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)-acetic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-butyric acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-pentanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-hexanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-4-methyl-pentanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-ethyl-butyric acid methyl ester;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-ethyl-butyric acid;

2-(3-{(R)-3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-butoxy}-phenyl)-2-methyl-propionic acid;

3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-benzoic acid methyl ester;

3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-benzoic acid;

2-bromo-5-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-benzoic acid;

(2-bromo-5-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid;

N-(2-phenyl-2-cyclopentylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine;

N-(2,2-diphenylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxyphenoxy)propylamine;

N-(2,2-diphenylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-2,2-dimethyl-3-(3-aminopropoxy)phenylpropionic acid;

(3-chloro-4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid methyl ester;

(3-chloro-4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-methyl-propionic acid;

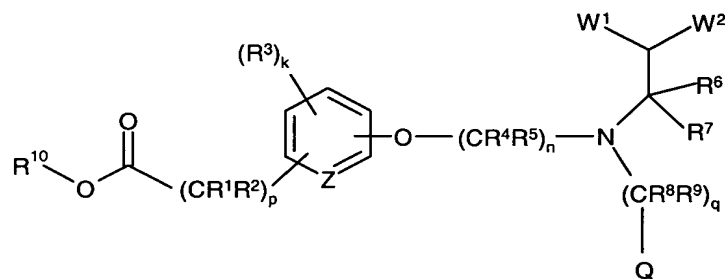
2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-propionic acid;

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

23. (Currently amended): A pharmaceutical composition comprising a compound according to ~~any one of claims 1-22~~ claim 1 and a pharmaceutically acceptable carrier or diluent.

24. (Cancelled).

25. (Original): A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula I-A:



wherein:

Z is CH, CR³ or N; wherein when Z is CH or CR³, k is 0-4 and when Z is N, k is 0-3;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is selected from C₃-C₈ cycloalkyl, phenyl, and monocyclic Het; wherein said C₃-C₈ cycloalkyl, phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹¹, -C₀-C₆ alkyl-C(O)SR¹¹, -C₀-C₆ alkyl-CONR¹²R¹³, -C₀-C₆ alkyl-COR¹⁴, -C₀-C₆ alkyl-NR¹²R¹³, -C₀-C₆ alkyl-SR¹¹, -C₀-C₆ alkyl-OR¹¹, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹²R¹³, -C₀-C₆ alkyl-SO₂R¹¹, -C₀-C₆ alkyl-SOR¹⁴,

-C₀-C₆ alkyl-OCOR¹⁴, -C₀-C₆ alkyl-OC(O)NR¹²R¹³, -C₀-C₆ alkyl-OC(O)OR¹⁴,
-C₀-C₆ alkyl-NR¹²C(O)OR¹⁴, -C₀-C₆ alkyl-NR¹²C(O)NR¹²R¹³, and
-C₀-C₆ alkyl-NR¹²COR¹⁴, where said C₁-C₆ alkyl is optionally unsubstituted or
substituted by one or more halo substituents;

W¹ and W² are each independently C₃-C₈ cycloalkyl or aryl;

each R¹ and R² is independently selected from H, C₁-C₆ alkyl, -OH,
-O-C₁-C₆ alkyl, -SH, and -S-C₁-C₆ alkyl;

each R³ is the same or different and is independently selected from halo,
cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar,
-C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-CO₂R¹¹,
-C₀-C₆ alkyl-C(O)SR¹¹, -C₀-C₆ alkyl-CONR¹²R¹³, -C₀-C₆ alkyl-COR¹⁴,
-C₀-C₆ alkyl-NR¹²R¹³, -C₀-C₆ alkyl-SR¹¹, -C₀-C₆ alkyl-OR¹¹, -C₀-C₆ alkyl-SO₃H,
-C₀-C₆ alkyl-SO₂NR¹²R¹³, -C₀-C₆ alkyl-SO₂R¹¹, -C₀-C₆ alkyl-SOR¹⁴,
-C₀-C₆ alkyl-OCOR¹⁴, -C₀-C₆ alkyl-OC(O)NR¹²R¹³, -C₀-C₆ alkyl-OC(O)OR¹⁴,
-C₀-C₆ alkyl-NR¹²C(O)OR¹⁴, -C₀-C₆ alkyl-NR¹²C(O)NR¹²R¹³, and
-C₀-C₆ alkyl-NR¹²COR¹⁴, wherein said C₁-C₆ alkyl is optionally unsubstituted or
substituted by one or more halo substituents;

each R⁴ and R⁵ is independently H or C₁-C₄ alkyl;

R⁶ and R⁷ are each independently H or C₁-C₄ alkyl;

R⁸ and R⁹ are each independently H or C₁-C₄ alkyl;

R¹⁰ is selected from H, C₁-C₈ alkyl, C₃-C₈ alkenyl, C₃-C₈ alkynyl,
-C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R¹¹ is selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl,
-C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

each R¹² and each R¹³ are independently selected from H, C₁-C₆ alkyl,
C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹³ and R¹⁴ together with the nitrogen to which they
are attached form a 4-7 membered heterocyclic ring which optionally contains one or
more additional heteroatoms selected from N, O, and S; and

R¹⁴ is selected from C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl,
-C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

provided that R^{10} is not H when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl; or a pharmaceutically acceptable salt or solvate thereof.

26. (Original): The method according to claim 25, wherein p is 0 or 1 and q is 1.

27. (Currently amended): The method according to ~~any of claims 25-26~~ claim 25, wherein R^6 , R^7 , R^8 and R^9 are each H.

28. (Currently amended): The method according to ~~any of claims 25-27~~ claim 25, wherein Z is CH.

29. (Currently amended): The method according to ~~any of claims 25-28~~ claim 25, wherein k is 0 or 1.

30. (Currently amended): The method according to ~~any of claims 25-29~~ claim 25, wherein R^3 is selected from halo, C_1 - C_4 alkyl and C_1 - C_4 alkoxy.

31. (Currently amended): The method according to ~~any of claims 25-30~~ claim 25, wherein n is 3.

32. (Currently amended): The method according to ~~any of claims 25-31~~ claim 25, wherein R^{10} is H or C_1 - C_4 alkyl.

33. (Currently amended): The method according to ~~any of claims 25-32~~ claim 25, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from halo, C_1 - C_4 alkoxy and C_1 - C_4 alkyl or Q is substituted pyridyl group containing one C_1 - C_4 alkyl substituent.

34. (Currently amended): The method according to ~~any of claims 25-33~~ claim 25, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, -CF₃, -OCH₃, and -CH(CH₃)₂, or Q is 6-methyl-pyridin-2-yl.

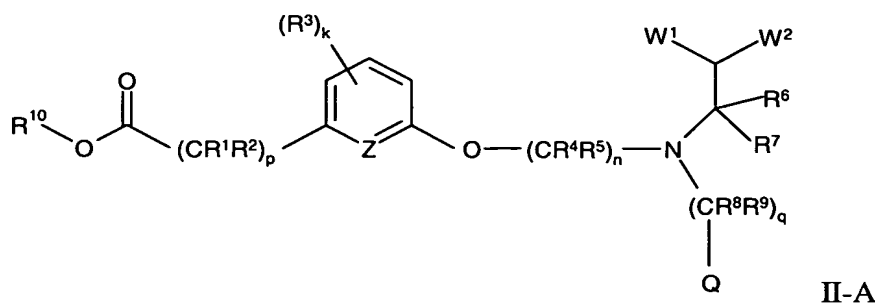
35. (Currently amended): The method according to ~~any of claims 25-34~~ claim 25, wherein Q is a 2-chloro-3-(trifluoromethyl)phenyl group.

36. (Currently amended): The method according to ~~any of claims 25-35~~ claim 25, wherein W¹ and W² are each aryl or one of W¹ or W² is aryl and the other of W¹ or W² is cyclopentyl.

37. (Currently amended): The method according to ~~any of claims 25-36~~ claim 25, wherein W¹ and W² are each independently selected from unsubstituted cyclopentyl, unsubstituted phenyl and mono-substituted phenyl, where the phenyl is substituted by halo.

38. (Currently amended): The compound according to ~~any of claims 25-37~~ claim 25, wherein W¹ and W² are both unsubstituted phenyl, or one of W¹ or W² is unsubstituted phenyl and the other of W¹ or W² is cyclopentyl, or W¹ and W² are both fluoro-substituted phenyl or one of W¹ or W² is unsubstituted phenyl and the other of W¹ or W² is chloro-substituted phenyl.

39. (Original): A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula II-A:



wherein:

Z is CH or N;

Q is phenyl or monocyclic Het; wherein said phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹¹, -C₀-C₄ alkyl-C(O)SR¹¹, -C₀-C₄ alkyl-CONR¹²R¹³, -C₀-C₄ alkyl-COR¹⁴, -C₀-C₄ alkyl-NR¹²R¹³, -C₀-C₄ alkyl-SR¹¹, -C₀-C₄ alkyl-OR¹¹, -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹²R¹³, -C₀-C₄ alkyl-SO₂R¹¹, -C₀-C₄ alkyl-SOR¹⁴, -C₀-C₄ alkyl-OCOR¹⁴, -C₀-C₄ alkyl-OC(O)NR¹²R¹³, -C₀-C₄ alkyl-OC(O)OR¹⁴, -C₀-C₄ alkyl-NR¹²C(O)OR¹⁴, -C₀-C₄ alkyl-NR¹²C(O)NR¹²R¹³, and -C₀-C₄ alkyl-NR¹²COR¹⁴, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

k is 0, 1 or 2;

n is 2-4;

q is 0 or 1;

W¹ and W² are each independently C₃-C₆ cycloalkyl or aryl;

each R¹ and R² is independently selected from H, C₁-C₄ alkyl, -OH, -O-C₁-C₄ alkyl, -SH, and -S-C₁-C₄ alkyl;

each R³ is the same or different and is independently selected from halo, cyano, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹²R¹³, -C₀-C₄ alkyl-OR¹¹, -C₀-C₄ alkyl-SO₂NR¹²R¹³, and -C₀-C₄ alkyl-CO₂H, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R⁴ and R⁵ is independently H or C₁-C₄ alkyl;

R⁶ and R⁷ are each independently H or C₁-C₄ alkyl;

R^8 and R^9 are each independently H or C_1 - C_4 alkyl;

R^{10} is selected from H, C_1 - C_6 alkyl, $-C_0$ - C_4 alkyl-Ar, $-C_0$ - C_4 alkyl-Het and $-C_0$ - C_4 alkyl- C_3 - C_6 cycloalkyl;

R^{11} is selected from H, C_1 - C_6 alkyl, $-C_0$ - C_4 alkyl-Ar, $-C_0$ - C_4 alkyl-Het and $-C_0$ - C_4 alkyl- C_3 - C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1 - C_6 alkyl, $-C_0$ - C_4 alkyl-Ar, $-C_0$ - C_4 alkyl-Het and $-C_0$ - C_4 alkyl- C_3 - C_7 cycloalkyl, or R^{12} and R^{13} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{14} is selected from C_1 - C_6 alkyl, $-C_0$ - C_4 alkyl-Ar, $-C_0$ - C_4 alkyl-Het and $-C_0$ - C_4 alkyl- C_3 - C_7 cycloalkyl;

provided that R^{10} is not H when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl; or a pharmaceutically acceptable salt or solvate thereof.

40. (Currently amended): The method according to claim 25 ~~or 39~~, wherein R^4 , R^5 , R^6 , R^7 , R^8 and R^9 are each H; at least one of R^1 or R^2 is methyl, ethyl, propyl butyl or sec-butyl or both of R^1 and R^2 are methyl or ethyl; R^{10} is H or methyl; Q is 2-chloro-3-(trifluoromethyl)phenyl; W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is chloro-substituted phenyl; Z is CH; p is 0, 1 or 2; n is 3; q is 1; k is 0 or 1 and R^3 is Cl, Br or methyl; or a pharmaceutically acceptable salt or solvate thereof.

41. (Currently amended): The method according to claim 25 ~~or 39~~, wherein R^6 , R^7 , R^8 and R^9 are each H; R^1 and R^2 are each independently H or methyl; at least one R^4 or R^5 is methyl; R^{10} is H or methyl; Q is a substituted phenyl group

containing one, two, or three substituents selected from -F, -Cl, -CF₃, -OCH₃, and -CH(CH₃)₂; W¹ and W² are unsubstituted phenyl; Z is CH; p is 1; n is 3; q is 1; and k is 0; or a pharmaceutically acceptable salt or solvate thereof.

42. (Currently amended): The method according to claim 25 ~~or 39~~ comprising administering a compound selected from:

(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid; (R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid; (R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (S)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; 3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-propoxy}-4-methyl-benzoic acid; 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-propionic acid; (3-{3-[[2,2-(bis-(3-fluorophenyl)-ethyl)-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)-acetic acid hydrochloride salt; *rac*-(3-{3-[[2-phenyl-2-(*o*-chloro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)-acetic acid hydrochloride salt; (3-chloro-4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid methyl ester; (R)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (R)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (R)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (3-{(R)-[(2,2-diphenyl-ethyl)-(4-isopropyl-benzyl)-amino]-methyl-propoxy}-phenyl)-acetic acid; and 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-methyl-propionic acid hydrochloride salt; and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

43. (Currently amended): The method according to claim 25 ~~or 39~~, wherein said LXR mediated disease or condition is cardiovascular disease.

44. (Currently amended): The method according to claim 25 ~~or 39~~, wherein said LXR mediated disease or condition is atherosclerosis.

45. (Currently amended): The method according to claim 25 ~~or 39~~, wherein said LXR mediated disease or condition is inflammation.

46. (Currently amended): A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound according to ~~any of claims 1-22~~ claim 1.

47. (Currently amended): A method for inhibiting cholesterol absorption, said method comprising administering a therapeutically effective amount of a compound according to ~~any of claims 1-22~~ claim 1.

48-55 (Cancelled).

56. (Currently amended): A compound according to ~~any one of claims 1-22~~ claim 1 wherein at least one of R⁴, R⁵, R⁶, R⁷, R⁸ or R⁹ is defined as follows:
wherein at least one R⁴ or R⁵ is C₁-C₄ alkyl; or
at least one of R⁶ or R⁷ is C₁-C₄ alkyl; or
both of R⁸ or R⁹ are independently C₁-C₄ alkyl.

57. (Currently amended): A compound according to ~~any one of claims 1-22~~ claim 1 wherein at least one R⁴ or R⁵ is methyl.

58. (Currently amended): A compound according to ~~any one of claims 1-22~~ claim 1 wherein:

any one of R⁴ or R⁵ is not H or
any one of R⁶ or R⁷ is not H or
R⁸ and R⁹ are each C₁-C₄ alkyl when

Z is CH or CR³ and k is 0-4 or Z is N and k is 0-3;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is selected from optionally unsubstituted or substituted C₃-C₈ cycloalkyl, phenyl and mono-cyclic Het;

W¹ and W² are each independently optionally unsubstituted or substituted C₃-C₈ cycloalkyl or aryl;

each R¹ and R² is independently selected from H, C₁-C₆ alkyl, -OH, -O-C₁-C₆ alkyl, -SH, and -S-C₁-C₆ alkyl;

each R³ is the same or different and is independently selected from halo, cyano, nitro, -CONR¹²R¹³, -COR¹⁴, -SR¹¹, -SO₂R¹¹, -SOR¹⁴, -OCOR¹⁴ and optionally unsubstituted or substituted C₁-C₆ alkyl, C₃-C₆ alkenyl, 5-6 membered-Het, -C₀-C₆ alkyl-CO₂R¹¹, or -C₀-C₆ alkyl-NR¹²R¹³.